

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) CHAPTER 11
)
W.R. GRACE CO., *et al.*¹) CASE NO. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)

**SUPPLEMENTAL AFFIDAVIT UNDER 11 U.S.C. § 327(e)
IN SUPPORT OF CONTINUED RETENTION OF ARENT
FOX LLP AS ORDINARY COURSE PROFESSIONAL TO THE DEBTORS**

DISTRICT OF COLUMBIA) ss:

Carol Connor Cohen, being duly sworn, upon her oath, deposes and says:

1. I am a member of Arent Fox LLP f/k/a Arent Fox PLLC ("Arent Fox"), located at 1050 Connecticut Avenue, N.W., Washington, DC 20036.

2. I submit this Affidavit to supplement the *Affidavit Under 11 U.S.C. § 327(a)* submitted on December 20, 2004, filed in support of the *Debtor's Application for Entry of an Order Authorizing the Retention and Employment of Arent Fox PLLC as a Professional Employed by the Estates of the Debtors, requesting authorization of Arent Fox's retention as*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

special ERISA counsel for the Debtors [Docket No. 7251]. On January 26, 2005, an Order was entered approving Arent Fox's retention as special ERISA counsel [Docket No. 7625], and approving the compensation of Arent Fox as an ordinary course professional under the *Order Pursuant to 11 U.S.C. § 1107(a) and 1108 Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business*, entered May 3, 2001.

3. The Debtors have requested that Arent Fox perform additional legal services in connection with employee benefits matters, and Arent Fox has consented to provide such services.

4. Arent Fox may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

5. As part of its customary practice, Arent Fox is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases.

6. In connection with preparing this Affidavit, Arent Fox submitted the names of certain parties-in-interest in these cases (the "Parties-in-Interest") for review in the computerized conflict database system maintained by Arent Fox. The list of the Parties-in-Interest was obtained by Arent Fox from the Debtors. Arent Fox maintains and systematically updates its conflict check system in the regular course of the business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Arent Fox is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of

related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Arent Fox that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Arent Fox.

7. The Parties-in-Interest that Arent Fox submitted to its conflicts database include the Debtors, the Debtors' top 30 unsecured creditors, the Debtors' significant equity holders, the Debtors' banks, the Ad Hoc Equity Committee members, and the Unsecured Creditor Committee members.

8. To the best of my knowledge, information and belief, formed after due inquiry, Arent Fox does not perform services for any Party-in-Interest in connection with these chapter 11 cases, or have any relationship with any such Party-in-Interest that would be adverse to the Debtors or their estates.

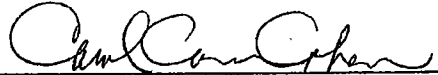
9. To the best of my knowledge, information and belief, formed after due inquiry, neither I nor any principal or professional employed by Arent Fox holds or represents any adverse interest to the Debtors, their estates, or any Parties-in-Interest with respect to the matters on which Arent Fox is to be employed.

10. Neither I nor any member of or professional employed by Arent Fox has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the partners and regular employees of Arent Fox.

11. Arent Fox did not perform any prepetition services for the Debtors.

12. Arent Fox is conducting further inquiries regarding its retention, including connections to the above-captioned Debtors and Parties-in-Interest, and upon conclusion of that inquiry, or at any time during the period of its employment, if Arent Fox should discover any facts bearing on the matters described herein, Arent Fox will supplement the information contained in this Affidavit.

Executed on August 18, 2010


Carol Connor Cohen

Sworn to and subscribed before me
this 18th day of August, 2010

CATHERINE M. SEYMOUR
Notary Public District of Columbia
My Commission Expires June 14, 2015